

NATIONWIDE MUTUAL INSURANCE COMPANY

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

CLERK
U.S. BANKRUPTCY
EASTERN DISTRICT OF NEW YORK
2024 MAR 25 P 3:30

RECEIVED/MR

In re:

**SPROUT MORTGAGE, LLC,
Debtor.**

Chapter 11

Case No. 23-72433-reg

RIDER NO. 2

To be attached to and form a part of **Bond of Operating Trustee Bond, Bond Number 7901090678, effective the 20th day of October, 2023**, issued by the **NATIONWIDE MUTUAL INSURANCE COMPANY**, as Surety, on behalf of **Allan B. Mendelsohn**, as Principal, in the penal sum of **TWO MILLION NINE HUNDRED FORTY-ONE THOUSAND AND 00/100THS-----(\$2,941,000.00)DOLLARS**, and in favor of **THE UNITED STATES OF AMERICA**, as Obligee.

In consideration of the premium charged for the attached bond, it is hereby agreed that the amount of the attached bond be amended as follows:

**FROM: TWO MILLION NINE HUNDRED FORTY-ONE THOUSAND AND 00/100THS-----
(\$2,941,000.00)DOLLARS**

**TO: THREE MILLION TWO HUNDRED THOUSAND AND 00/100THS-----
(\$3,200,000.00)DOLLARS**

Provided, However, that the attached bond shall be subject to all its agreements, limitations and conditions except as herein expressly modified, and further that the liability of the Surety under the attached bond amended by this rider shall not be cumulative.

The rider shall become effective as of the **day 20th of MARCH, 2024**.

Signed, sealed and dated this **20th day of MARCH, 2024**.

BY:


Allan B. Mendelsohn,

Principal

NATIONWIDE MUTUAL INSURANCE COMPANY

BY:


Maria Sponza,

Attorney-In-Fact

Individual Acknowledgment

State of NEW YORK

County of SUFFOLK

On this 21 day of MARCH, 2024, before me personally came **Allan B. Mendelsohn**, to me known, and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to me that she executed the same.



Notary Public

AVRUM J. ROSEN
Notary Public, State of New York
No. 02R04672542
Qualified in Suffolk County
Commission Expires Sept. 6, 2026

State of NEW YORK

ss. Surety Acknowledgment

County of NEW YORK

On this 20 day of MARCH, 2024 before me personally came **Maria Sponza**, to me known, who, being by me duly sworn, did depose and say that she is an attorney-in-fact of **NATIONWIDE MUTUAL INSURANCE COMPANY** the corporation described in and which the within instrument; that she knows the corporate seal of said corporation; that the seal affixed to the within instrument is such corporate seal, and that she signed the said instrument and affixed the said seal as Attorney-In-Fact by authority of the Board of Directors of said corporation and by authority of this office under the Standing Resolutions thereof.



Notary Public

COLLEEN MOHEN
Notary Public, State of New York
Registration No. 01MO6400954
Qualified In New York County
Commission Expires November 25, 2027

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS THAT:

Nationwide Mutual Insurance Company, an Ohio corporation

hereinafter referred to severally as the "Company" and collectively as "the Companies" does hereby make, constitute and appoint:

CAROL LEVINE, MARIA SPONZA, ANITA HUNTER, MARGARET MCLAUGHLIN, COLLEEN MOHEN

each in their individual capacity, its true and lawful attorney-in-fact, with full power and authority to sign, seal, and execute on its behalf any and all bonds and undertakings, and other obligatory instruments of similar nature, in penalties not exceeding the sum of

UNLIMITED

and to bind the Company thereby, as fully and to the same extent as if such instruments were signed by the duly authorized officers of the Company; and all acts of said Attorney pursuant to the authority given are hereby ratified and confirmed.

This power of attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the board of directors of the Company:

"RESOLVED, that the president, or any vice president be, and each hereby is, authorized and empowered to appoint attorneys-in-fact of the Company, and to authorize them to execute and deliver on behalf of the Company any and all bonds, forms, applications, memorandums, undertakings, recognizances, transfers, contracts of indemnity, policies, contracts guaranteeing the fidelity of persons holding positions of public or private trust, and other writings obligatory in nature that the business of the Company may require; and to modify or revoke, with or without cause, any such appointment or authority; provided, however, that the authority granted hereby shall in no way limit the authority of other duly authorized agents to sign and countersign any of said documents on behalf of the Company."

"RESOLVED FURTHER, that such attorneys-in-fact shall have full power and authority to execute and deliver any and all such documents and to bind the Company subject to the terms and limitations of the power of attorney issued to them, and to affix the seal of the Company thereto; provided, however, that said seal shall not be necessary for the validity of any such documents."

This power of attorney is signed and sealed under and by the following bylaws duly adopted by the board of directors of the Company.

Execution of Instruments. Any vice president, any assistant secretary or any assistant treasurer shall have the power and authority to sign or attest all approved documents, instruments, contracts, or other papers in connection with the operation of the business of the company in addition to the chairman of the board, the chief executive officer, president, treasurer or secretary; provided, however, the signature of any of them may be printed, engraved, or stamped on any approved document, contract, instrument, or other papers of the Company.

IN WITNESS WHEREOF, the Company has caused this instrument to be sealed and duly attested by the signature of its officer the 27th day of February, 2019.



Antonio C. Albanese, Vice President of Nationwide Mutual Insurance Company

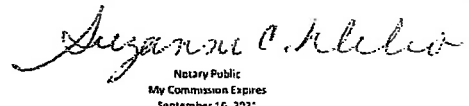


ACKNOWLEDGMENT

STATE OF NEW YORK, COUNTY OF NEW YORK: ss

On this 27th day of February, 2019, before me came the above-named officer for the Company aforesaid, to me personally known to be the officer described in and who executed the preceding instrument, and he acknowledged the execution of the same, and being by me duly sworn, deposes and says, that he is the officer of the Company aforesaid, that the seal affixed hereto is the corporate seal of said Company, and the said corporate seal and his signature were duly affixed and subscribed to said instrument by the authority and direction of said Company.

Suzanne C. DeLo
Notary Public, State of New York
No. 02066126649
Qualified in Westchester County
Commission Expires September 16, 2021



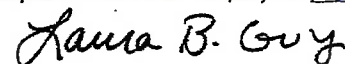
Notary Public
My Commission Expires
September 16, 2021

CERTIFICATE

I, Laura B. Guy, Assistant Secretary of the Company, do hereby certify that the foregoing is a full, true and correct copy of the original power of attorney issued by the Company; that the resolution included therein is a true and correct transcript from the minutes of the meetings of the boards of directors and the same has not been revoked or amended in any manner; that said Antonio C. Albanese was on the date of the execution of the foregoing power of attorney the duly elected officer of the Company, and the corporate seal and his signature as officer were duly affixed and subscribed to the said instrument by the authority of said board of directors; and the foregoing power of attorney is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of said Company this 20 day of

MARCH 2024



Assistant Secretary

**NATIONWIDE MUTUAL INSURANCE COMPANY
AND SUBSIDIARIES AND AFFILIATES**

Consolidated and Combined Statutory Statements of Admitted Assets, Liabilities and Surplus

	December 31,	
(in millions)	2022	2021
Admitted assets		
Invested assets		
Bonds	\$ 21,716	\$ 21,081
Stocks	8,850	7,935
Mortgage loans, net of allowance	1,777	1,985
Owner occupied real estate, at cost (less accumulated depreciation of \$408 and \$431 as of December 31, 2022 and 2021, respectively)	296	341
Cash, cash equivalents and short-term investments	89	558
Other invested assets	6,731	6,372
Total invested assets	\$ 39,459	\$ 38,272
Premiums in course of collection	4,821	4,449
Corporate-owned life insurance	1,524	1,657
Deferred federal income tax asset	1,921	1,747
Other assets	1,760	1,580
Total admitted assets	\$ 49,485	\$ 47,705
Liabilities and surplus		
Liabilities		
Losses and loss expense reserves	\$ 17,247	\$ 16,628
Unearned premiums	8,906	8,447
Accrued expenses and taxes, other than federal income taxes	800	791
Agents' security compensation plan reserve	789	993
Other liabilities	2,829	2,824
Total liabilities	\$ 30,571	\$ 29,683
Surplus		
Surplus notes, net of unamortized issue discount of \$8 and \$9 as of December 31, 2022 and 2021, respectively	\$ 3,546	\$ 3,545
Unassigned surplus	15,368	14,477
Total surplus	\$ 18,914	\$ 18,022
Total liabilities and surplus	\$ 49,485	\$ 47,705

See accompanying notes to the consolidated and combined statutory financial statements.

Certification

I, Jamie Train, VP, Controller, do hereby certify that the foregoing is a true and correct statement of the statutory balance sheet of said Corporation as of December 31, 2022 and 2021 to the best of my knowledge and belief.

Jamie Train
Jamie Train



ANDREW SWARTZEL
NOTARY PUBLIC • STATE OF OHIO
Comm. No. 2021-RE-839107
My Commission Expires Oct. 24, 2026

County of
Franklin

[Signature]
4-11-23